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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	Chapter 11
CELSIUS NETWORKS LLC, et al. ¹	Case No. 22-10964 (MG)
Debtors	(Jointly Administered)

**JOINDER IN
OBJECTION TO DEBTORS' AMENDED MOTION FOR ENTRY OF AN ORDER (I)
ESTABLISHING OWNERSHIP OF ASSETS IN THE DEBTORS' EARN PROGRAM,
(II) PERMITTING THE SALE OF STABLECOIN IN THE ORDINARY COURSE, AND
(III) GRANTING RELATED RELIEF**

Joe Breher ("Breher"), by and through counsel, Coan, Payton & Payne, LLC, hereby joins in the Objection to Debtors' Amended Motion for Entry of an Order (i) Establishing Ownership of Assets in the Debtors' EARN Program, (ii) Permitting the Sale of Stablecoin in the Ordinary Course, and (iii) Granting Related Relief (the "Objection") filed by Eric Wohlwend (Doc. No. 1430). In support hereof, Breher states as follows:

1. On November 11, 2022, Debtors filed their Amended Motion for Entry of an Order (i) Establishing Ownership of Assets in the Debtors' EARN Program, (ii) Permitting the Sale of Stablecoin in the Ordinary Course, and (iii) Granting Related Relief (the "Motion") (Doc. No. 1325).

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Celsius Network LLC (2148); Celsius KeyFi LLC (4414); Celsius Lending LLC (8417); Celsius Mining LLC (1387); Celsius Network Inc. (1219); Celsius Network Limited (8554); Celsius Networks Lending LLC (3390); and Celsius US Holding LLC (7956). The location of Debtor Celsius Network LLC's principal place of business and the Debtors' service address in these chapter 11 cases is 121 River Street, PH05, Hoboken, New Jersey 07030.

2. On November 22, 2022, Wohlend filed his Objection. Undersigned conferred with Wohlend's counsel who had no objection to Breher joining in the Objection.

3. Breher is a customer of the Debtors and the holder of an account in the Debtors' EARN Program and in the Debtors' Borrow Program.

4. Breher joins in the Objection and asks the Court to find the Debtors' agreement with their EARN customers and their Borrower customers is ambiguous and should be construed against the Debtors. The Court should further find that the agreement with the Debtors' EARN customers resulted in the loan of digital assets to the Debtors with certain rights granted to the Debtors to use the EARN customers' digital assets to generate profits for rewards. Lastly, the Debtors' motion for authority to sell the EARN Assets should be denied in its entirety because the Debtors do not own the EARN Assets and, therefore, they are not assets that the Debtors may use, sell, or lease under section 363(b) of the Bankruptcy Code.

WHEREFORE, Breher requests the Court enter an Order denying the Motion and for such other and further relief as the Court deems proper.

Dated: November 29, 2022,

COAN, PAYTON & PAYNE LLC

By: /s/ Steven T. Mulligan
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CERTIFICATE OF SERVICE

I hereby certify that on November 29, 2022, a copy of the foregoing Joinder was electronically transmitted via the Court's CM/ECF system to those listed on the Court's Electronic Mail Notice list:

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